

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:)
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THE FINANCIAL OVERSIGHT AND) PROMESA
MANAGEMENT BOARD FOR PUERTO RICO) Title III
)
) Case No. 17-bk-03283 (LTS)
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as representative of)
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)
THE COMMONWEALTH OF PUERTO RICO, *et al.*)
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Debtor.)
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) X
In re:)
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THE FINANCIAL OVERSIGHT AND) PROMESA
MANAGEMENT BOARD FOR PUERTO RICO) Title III
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as representative of) Case No. 17-bk-03566 (LTS)
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THE EMPLOYEES RETIREMENT SYSTEM OF THE)
GOVERNMENT OF THE COMMONWEALTH OF)
PUERTO RICO,)
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Debtor.)
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**DECLARATION OF WILLIAM D. DALSEN
IN SUPPORT OF THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO'S ASSERTIONS OF PRIVILEGE**

I, William D. Dalsen, hereby declare and state as follows:

1. I am an associate at the law firm of Proskauer Rose LLP, located at One International Place, Floor 22, Boston, MA, 02110, and counsel to the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”). I am a member in good standing of the Massachusetts Bar and the New York Bar. There are no disciplinary proceedings against me. I submit this declaration in support of the Oversight Board’s supplemental and amended privilege log produced to Movants on June 12, 2019 (the “June 12 Privilege Log”) in accordance with this Court’s order of June 6, 2019 [ECF No. 546 in Case No. 17-bk-03566] (the “June 6 Order”). I have personal knowledge of the matters stated herein.

2. On June 6, 2019, Magistrate Judge Dein entered the June 6 Order granting in part and denying in part Movants’ motion to compel production of documents withheld on the basis of privilege [ECF No. 512 in Case No. 17-bk-03566] (the “Motion”), and ordering the Oversight Board to make supplemental productions and to submit an updated privilege log by June 12, 2019. ECF No. 546.

3. Between June 6, 2019 and June 12, 2019, the Oversight Board engaged in a detailed re-review of all of the documents redacted or withheld on the basis of privilege, all of which are reflected on its privilege logs. Specifically, the Oversight Board did the following:

- a. Re-reviewed all 335 of its privilege log entries, including the privileges asserted and the descriptions provided for each log entry;
- b. Re-reviewed all 975 documents (i.e., direct hits and family documents) reflected in its privilege log entries to evaluate the privileges asserted as to each;

- c. Re-reviewed all of the redactions previously made and reflected in the Oversight Board's privilege logs;
- d. Withdrew certain privilege assertions as reflected on its amended and supplemental privilege log served on the June 12 Privilege Log;
- e. Withdrew certain redactions where it determined factual information was segregable from privileged material;
- f. Made a supplemental production of 34 documents (the "Supplemental Production") to Movants that consisted of documents that had been (i) previously withheld but over which the Oversight Board no longer asserted any privileges, protections, or immunities; previously withheld but which the Oversight Board determined it could produce with appropriate redactions; or (iii) previously produced in redacted form but were now produced with fewer redactions or in unredacted form following the Oversight Board's re-review; and
- g. Prepared and served the June 12 Privilege Log reflecting the results of the Oversight Board's re-review of its withheld documents in this proceeding.

4. Additionally, on June 13, 2019, the Oversight Board served on Movants a supplemental declaration from its Executive Director, Natalie Jaresko, in support of the Oversight Board's assertion of the deliberative process privilege that addresses each document to which the Oversight Board maintains its assertion as to the deliberative process privilege (the "Supplemental Declaration").

5. On June 14, 2019, I conferred with counsel to Movants by telephone about the June 12 Privilege Log, the Supplemental Production, and the Supplemental Declaration. On that call, counsel to Movants identified only 2 specific examples of documents withheld on the basis of

attorney-client privilege Movants believed were deficient (Privilege IDs 9 and 10, both from page 3 of the 113-page June 12 Privilege Log); only 2 specific examples of documents withheld on the basis of the attorney-work product doctrine they felt were deficient (Privilege IDs 44 and 176); and identified their original list of documents withheld on the basis of the deliberative process privilege from their opening brief [ECF No. 510 in Case No. 17-bk-03566]—that is, Movants’ list of documents they challenged before the Oversight Board (a) re-reviewed its privilege assertions described in Paragraph 3 above and (b) produced the June 12 Privilege Log, the Supplemental Production, and the Supplemental Declaration—as deficient. I asked counsel to Movants whether they could be any more specific as to what they believed remained deficient; counsel to Movants did not provide me with any more specific information. I nevertheless agreed that the Oversight Board would review its privilege log again in view of the examples Movants identified on the call, and that the Oversight Board would respond on Saturday, June 15, 2019.

6. On June 14, 2019, the Oversight Board again reviewed the June 12 Privilege Log, the Supplemental Production, and the Supplemental Declaration as it agreed to do following the meet/confer with counsel to Movants.

7. On June 15, 2019, after the Oversight Board’s review following the meet/confer with counsel to Movants, the Oversight Board agreed to withdraw its assertion of the work-product doctrine as to one additional document (Privilege ID 176). The Oversight Board otherwise stood by the June 12 Privilege Log, the Supplemental Production, and the Supplemental Declaration as addressing the Court’s June 6 Order.

8. On June 17, 2019, the Oversight Board served an amended and supplemental privilege log reflecting the withdrawal of work-product protection as to Privilege ID 176.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: June 18, 2019

/s/ William D. Dalsen

William D. Dalsen